

Exhibit A
Declaration of Maurice J. Cashman

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re:

NATIONAL FORGE COMPANY, et al.,

Debtor.

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF NATIONAL FORGE
COMPANY,

Civil No. 04-21 Erie

Plaintiff,

and

OFFICIAL COMMITTEE OF RETIREES
OF NATIONAL FORGE COMPANY,

Intervenors,

v.

E. ROGER CLARK, both Individually and as
an Officer and Director of National Forge
Company, et al.,

Defendants.

DECLARATION OF MAURICE J. CASHMAN IN
SUPPORT OF MOTION OF DEFENDANTS E. ROGER CLARK,
MAURICE J. CASHMAN, DANA BEYELER AND ROBERT A.
KAEMMERER FOR SUMMARY JUDGMENT

1. Pursuant to the terms of the Amended Joint Plan of Reorganization dated November 27, 2002, for National Forge Company (“NFC”) and National Forge Components, Inc. as confirmed by the United States Bankruptcy Court for this District (the “Bankruptcy Court”) on April 30, 2003, I am the Responsible Officer of Liquidating NFC (as that term is defined in the Amended Plan). Prior to the Bankruptcy Court appointing me the Responsible

Officer on May 1, 2003, I was employed by NFC from 1980 through 2003. In 1995 I became NFC's chief financial officer and continued in that position until becoming the Responsible Officer of Liquidating NFC. As a result of my duties as NFC's chief financial officer, I am fully familiar with the facts relating to the redemption on April 13, 1999 by National Forge Company Holdings, Inc. ("Holdings") of all of its outstanding Class B shares (the "Redemption Date"). I make this declaration in support of the motion for summary judgment filed by E. Roger Clark, Dana Beyeler and Robert A. Kaemmerer and me (collectively, the "Moving Defendants") in the captioned action.

2. At all times relevant to this action, Holdings was incorporated under the laws of the State of Delaware, and NFC was incorporated under the laws of the Commonwealth of Pennsylvania. Holdings conducted no business and had no employees; rather, it was, as its name suggests, a holding company that owned all of the shares of NFC. As for Holdings, it had two classes of stock: Class A and Class B. Only the National Forge Company Holdings, Inc. Employee Stock Ownership Plan (the "ESOP") owned Class A shares. The Class B shares were owned by employees of NFC that bought those shares for \$11.04 in 1995 in connection with an employee buyout of NFC from its then owners.

3. On December 22, 1998, and as a result of changes to the Internal Revenue Code that permitted ESOP-owned corporations to elect to be treated as Subchapter S corporations for tax purposes, the Board of Directors of Holdings authorized the redemption of the Class B shares for a price per share of \$49.42 (the "Redemption"). Thereafter, Holdings sought and obtained the approval of its lender, The Chase Manhattan Bank ("Chase"), to effectuate the Redemption using (if necessary) the cash available under Holdings' and NFC's existing credit facilities.

Attached hereto as Exhibit 1 is a copy of Amendment No. 1 to the Amended and Restated Credit

Agreement, dated April 6, 1999, under which Chase authorized Holdings to effect the Redemption as approved by Holdings' board of directors ("Amendment No. 1"). As Amendment No. 1 shows, neither Holdings nor NFC granted any new liens to Chase in connection with that amendment; rather, whatever liens Chase had in Holdings' and NFC's assets were those that Holdings and NFC had granted to Chase in 1995 under the predecessor to the Amended and Restated Credit Agreement referenced in Amendment No. 1.

4. All of the Class B shareholders accepted Holdings' offer to redeem their shares. To fund the Redemption (a total of 116,347 shares), NFC on April 13, 1999, directed Chase to transfer \$5,749,868.74 (that is, the aggregate value of the Class B shares) from an NFC operating account at Chase to a Holdings' account at Chase. Attached hereto as Exhibit 2 is a copy of NFC's bank statement for the period April 1 through April 30, 1999 for Chase account no. 530-043912 showing that April 13, 1999 transfer from NFC to Holdings.

5. On that same day, Holdings repurchased the outstanding Class B shares in one of two ways. For those 94,538 shares held in individual retirement accounts at National City Bank, Holdings directed Chase to wire transfer to National City Bank a single payment of \$4,672,067.96 representing the aggregate value of the shares held in those accounts. Attached hereto as Exhibit 3 is a copy of Holdings' bank statement for the period April 1 through April 30, 1999 for Chase account no. 530-543648 showing that April 13, 1999 wire transfer from Chase to National City Bank. National City Bank then disbursed that \$4,672,067.96 among the following individuals on account of their Class B ownership interests as follows:

<u>Class B Shareholder</u>	<u>Number of Shares Held</u>	<u>Amount Received</u>
Antos, Daniel	3,582	\$ 177,022.44
Bailey, William D.	4,474	221,105.08
Beyeler, Dana A.	4,474	221,105.08
Brewster, Richard A.	1,790	88,461.80
Caldwell, James E.	4,029	199,113.18

Campbell, Larry	4,474	221,105.08
Cashman, Maurice J.	8,277	409,049.34
Clark, E. Roger	14,125	698,057.50
Confer, James C.	2,687	132,791.54
D'Alessandro, Richard	4,474	221,105.08
Harris, James B.	1,690	83,519.80
Jackson, Thomas H.	1,330	65,728.60
Kaemmerer, Robert A.	4,034	199,360.28
Khare, Ashok K.	4,300	212,506.00
Luppino, Carl J.	1,531	75,662.02
Mason, Clarence E.	4,474	221,105.08
Murphy, Harold	2,629	129,925.18
Novosel, Phillip R.	2,687	132,791.54
Olson, Charles R.	3,613	178,554.46
Ruhlman, James D.	4,029	199,113.18
Simons, Phillip R.	2,239	110,651.38
Turk Glenn E.	5,567	275,121.14
Young, Ronald L.	2,239	110,651.38
Zischkau, Barry	1,790	88,461.80

6. For a shareholder that held his or her shares outside of an individual retirement account (the shares held directly by shareholders totaled 21,809), Holdings issued each such shareholder a check drawn on Holdings' Chase account no. 530-543648. Those individuals that received checks and the amounts of those checks are listed below:

<u>Class B Shareholder</u>	<u>Number of Shares Held</u>	<u>Amount Received</u>
Cashman, Maurice J.	672	\$ 33,210.24
Clark, Deborah E.	8,240	407,220.80
Kaemmerer, Robert A.	4,915	242,899.30
Turk, Glenn E.	1,591	78,627.22
Jackson, Thomas H.	3,144	155,376.48
Khare, Ashok K.	174	8,599.08
Olson, Charles R.	861	42,550.62
Murphy, Harold	58	2,866.36
Harris, James B.	549	27,131.58
Luppino, Carl J.	708	34,989.36
Fissel, Donald	897	44,329.74

These 11 checks totaled \$1,077,800.78. Attached hereto as Exhibit 4 are copies of the 11 checks that Holdings issued to these individuals.

7. If called as a witness, I can testify competently to the foregoing.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 18, 2005

/s/ Maurice J. Cashman
Maurice J. Cashman